



RECORDATION NO. 16973-F FILED

MAY 24 '12 -4 43 PM

SURFACE TRANSPORTATION BOARD

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May 24, 2012

VIA E-FILING

Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423
Attention: Cynthia T. Brown, Chief of the Section of Administration

Dear Ms. Brown:

Enclosed for electronic filing and recordation with the Surface Transportation Board ("STB") pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Bill of Sale and Full Release and Termination dated as of May 15, 2012 (the "Termination") between U.S. Bank National Association, as successor-in-interest to Meridian Trust Company, not in its individual capacity but solely as Owner Trustee ("Owner Trustee"), and Wilmington Trust Company, as successor-in-interest to The Chase Manhattan Bank (National Association), as Indenture Trustee ("Indenture Trustee"), which Termination is a secondary document as defined in the STB's Rules for the Recordation of Documents. The enclosed Termination relates to the Amended and Restated Trust Indenture and Security Agreement dated as of December 21, 1990 between Owner Trustee and Indenture Trustee which was filed with the Interstate Commerce Commission ("ICC"), predecessor to the STB, on December 21, 1990 under recordation number 16973-C, and related documents filed with the ICC and STB under Recordation Number 16973.

The names and addresses of the parties to the enclosed Termination are:

Owner Trustee U.S. Bank National Association
300 Delaware Avenue, 9th Floor
Wilmington, Delaware 19709

Indenture Trustee Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890



Ms Cynthia T Brown
May 24, 2012
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The enclosed document is a complete release of the liens created under Recordation Number 16973.

The required recordation fee of \$41 00 is being paid to the STB by charge to our firm account.

Kindly return a file-stamped copy of the Termination and this letter to Susan G Lichtenfeld at DLA Piper LLP (US), 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601

Following is a short summary of the enclosed document

Secondary Document to be Recorded

Bill of Sale and Full Release and Termination dated as of May 15, 2012 between U S Bank National Association, as successor-in-interest to Meridian Trust Company, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, as successor-in-interest to The Chase Manhattan Bank (National Association), as Indenture Trustee

Documents to Which the Secondary Document Relates

Amended and Restated Trust Indenture and Security Agreement dated as of December 21, 1990 between U S. Bank National Association, as successor-in-interest to Meridian Trust Company, not in its individual capacity but solely as Owner Trustee, and Wilmington Trust Company, as successor-in-interest to The Chase Manhattan Bank (National Association), as Indenture Trustee, which was filed with the Interstate Commerce Commission ("ICC"), predecessor to the STB, on December 21, 1990 under recordation number 16973-C, and related documents filed with the ICC and the STB under Recordation Number 16973

Thank you for your attention to this request

Very truly yours,

DLA Piper LLP (US)


Susan G Lichtenfeld

Enclosure

MAY 24 '12 -4 43 PM

BILL OF SALE AND FULL RELEASE AND TERMINATION SURFACE TRANSPORTATION BOARD

THIS BILL OF SALE AND FULL RELEASE AND TERMINATION (this "Termination") is made and entered into as of May 15, 2012, by and between WILMINGTON TRUST COMPANY, a Delaware trust company (as successor-in-interest to The Chase Manhattan Bank (National Association)), as Indenture Trustee ("Indenture Trustee"), and U. S. BANK NATIONAL ASSOCIATION, a national banking association (as successor-in-interest to Meridian Trust Company), not in its individual capacity but solely as successor Owner Trustee ("Owner Trustee")

1. Indenture Trustee and Owner Trustee are parties to an Amended and Restated Trust Indenture and Security Agreement dated as of December 21, 1990 (the "Security Agreement"). Capitalized terms used herein without definition have the meanings assigned to them in the Security Agreement.

2. Pursuant to the Security Agreement, the Owner Trustee granted a security interest in certain rail equipment identified therein to the Indenture Trustee to secure the Owner Trustee's performance of its obligations described in the Security Agreement. The Security Agreement was duly recorded with the Interstate Commerce Commission (the "ICC"), predecessor to the Surface Transportation Board ("STB"), on December 21, 1990 under recordation number 16973-C.

4. The Security Agreement is terminated effective as of the date hereof and the Indenture Trustee hereby terminates, releases and discharges its security interest in all railroad equipment secured thereby. For clarity, the Trust Indenture and Security Agreement which was duly recorded with the ICC on August 22, 1990 under recordation number 16973-A, which was replaced by the Security Agreement, is also terminated as of the date hereof and any security interest of the Indenture Trustee thereunder is hereby terminated, released and discharged. Consequently, all railroad equipment described as being covered by the Security Agreement and filed under recordation number 16973 as of the date of this instrument is released of record therefrom. The Owner Trustee confirms and acknowledges that the indebtedness thereby secured has been fully paid and hereby directs the Indenture Trustee to execute and deliver this Termination.

5. This Termination shall neither impair nor terminate the rights and obligations of the parties under the Security Agreement or the Lease Agreement dated as of August 1, 1990 between the Owner Trustee, as lessor, and Chicago and North Western Transportation Company (to which Union Pacific Railroad Company is the successor lessee), as lessee, which expressly survive this termination.

6. Owner Trustee hereby grants, bargains, sells, transfers, conveys, assigns and releases to Citicorp Railmark, Inc., as successor Owner Participant (the "Owner Participant"), and its successors and assigns all right, title and interest of Owner Trustee in and to the aforementioned railroad equipment and all accessories, additions, improvements and replacements therein, "AS IS, WHERE IS" and without recourse or any representation or warranty of any kind whatsoever, whether written, oral, express or implied (including without limitation any representation or warranty as to the MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE of such railroad equipment), other than a warranty against any Lessor's Liens on such railroad equipment. Owner Trustee confirms and acknowledges that the

Trust Agreement (the "Trust Agreement") dated as of April 1, 1990 between the Owner Trustee and the Owner Participant and the trust created thereby have terminated and are of no further force or effect other than such terms therein as survive any termination of the Trust Agreement.

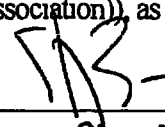
7. The parties agree to record this Termination with the STB to release of record, as of the date hereof, any and all liens against the railroad equipment covered by the filings made under recordation number 16973.

8. This Termination may be executed (i) by the parties hereto in any number of counterparts, and all said counterparts taken together shall be deemed to constitute one and the same instrument and (ii) by a party and delivered to the other party by facsimile or other electronic transmission, and such signature shall have the same force and effect as an original signature on such document.

[signature page follows]

IN WITNESS WHEREOF, the Indenture Trustee and the Owner Trustee have caused this Termination to be executed as of the day and year first above written.

WILMINGTON TRUST COMPANY (as
successor-in-interest to The Chase Manhattan Bank
(National Association)), as Indenture Trustee

By 
Name: Steve Barone
Title: Assistant Vice President

U.S. BANK NATIONAL ASSOCIATION (as
successor-in-interest to Meridian Trust Company),
not in its individual capacity but solely as Owner
Trustee

By _____
Name: _____
Title: _____

IN WITNESS WHEREOF, the Indenture Trustee and the Owner Trustee have caused this Termination to be executed as of the day and year first above written.

WILMINGTON TRUST COMPANY (as
successor-in-interest to The Chase Manhattan Bank
(National Association)), as Indenture Trustee

By _____
Name: _____
Title: _____

U.S. BANK NATIONAL ASSOCIATION (as
successor-in-interest to Meridian Trust Company),
not in its individual capacity but solely as Owner
Trustee

By Nicole Poole
Name: Nicole Poole
Title: Vice President

STATE OF DELAWARE)

): SS

COUNTY OF NEW CASTLE)

On this 23 day of May, 2012, before me personally appeared Steve R. [Signature] to me personally known, who being by me duly sworn, says that (s)he is a Assistant Vice President of Wilmington Trust Company, a Delaware trust company, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

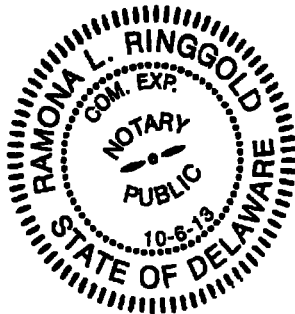
[Signature]

Name:

Notary Public

My Commission Expires:

Residing in _____



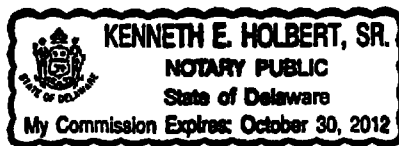
RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 10-06-2013

): SS

COUNTY OF NEW CASTLE)

On this 23 day of May, 2012, before me personally appeared Nicole Poole, to me personally known, who being by me duly sworn, says that (s)he is a Vice President of U.S. Bank National Association, a national banking association, that said instrument was signed on behalf of said national banking association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Kenneth E. Holbert, Sr.

Notary Public

My Commission Expires. 10/30/2012

Residing in STATE OF DELAWARE